

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

GEORGE A. MENOLD, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

NAVIENT CORPORATION, JOHN F.
REMONDI, and SOMSAK CHIVAVIBUL,

Defendants.

Case No. 1:16-cv-00075-GMS

CLASS ACTION

TORE HEINZ MARKUS JAGRELIUS,
Individually and On Behalf of All Others
Similarly Situated,

Plaintiff,

v.

NAVIENT CORPORATION, JOHN F.
REMONDI, and SOMSAK CHIVAVIBUL,

Defendants.

Case No. 1:16-cv-00084-GMS

CLASS ACTION

[Caption continued on following page]

**STIPULATION AND [PROPOSED] ORDER REGARDING
CONSOLIDATION, APPOINTMENT OF LEAD PLAINTIFF,
AND APPROVAL OF SELECTION OF LEAD COUNSEL**

POLICEMEN’S ANNUITY & BENEFIT
FUND OF CHICAGO, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

NAVIENT CORPORATION, JOHN F.
REMONDI, JOHN KANE, SOMSAK
CHIVAVIBUL, WILLIAM M.
DIEFENDERFER, III, ANN TORRE BATES,
DIANE SUITT GILLELAND, LINDA
MILLS, BARRY A. MUNITZ, STEVEN L.
SHAPIRO, JANE J. THOMPSON, BARRY L.
WILLIAMS, CREDIT SUISSE SECURITIES
(USA) LLC, DEUTSCHE BANK
SECURITIES INC., J.P. MORGAN
SECURITIES LLC, RBC CAPITAL
MARKETS, LLC, BARCLAYS CAPITAL
INC., GOLDMAN, SACHS & CO.,
MERRILL LYNCH, PIERCE, FENNER &
SMITH INCORPORATED, RBS
SECURITIES INC., AND WELLS FARGO
SECURITIES, LLC,

Defendants.

Case No. 1:16-cv-00112-GMS

CLASS ACTION

WHEREAS, on February 11, 2016, plaintiff George A. Menold (“Menold”) commenced a class action in this court on behalf of all persons other than defendants who purchased or otherwise acquired the securities of Navient Corporation (“Navient”) asserting claims against Navient and certain of its officers and directors for violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”), 15 U.S.C. §§ 78j(b) and 78t(a), and Rule 10b-5 promulgated thereunder, 17 C.F.R. § 240 10b-5;

WHEREAS, on February 12, 2016, plaintiff Tore Heinz Markus Jagrelius (“Jagrelius”) commenced a substantially similar class action in this court against the same defendants and alleging the same claims as in the action filed by plaintiff Menold;

WHEREAS, on February 26, 2016, the Policemen's Annuity and Benefit Fund of Chicago ("Chicago Police") also commenced a substantially similar class action in this court against the same defendants and an additional officer defendant and asserting the same claims as in the actions filed by plaintiffs Menold and Jagrelius and that additionally alleges claims under Sections 11 and 12(a)(2) of the Securities Act (15 U.S.C. §§ 77k, 77l) against the certain of the foregoing defendants, as well as Navient's directors and underwriters of the Company's public offering of \$500 million in principal amount of 5.000% Senior Notes due 2020 and \$500 million in principal amount of 5.875% Senior Notes due 2024 conducted on or around November 6, 2014, and the Company's public offering of \$500 million in principal amount of 5.875% Senior Notes due 2021 conducted on or around March 27, 2015;

WHEREAS, on February 11, 2016, pursuant to the Private Securities Litigation Reform Act of 1995 ("PSLRA"), 15 U.S.C. §78u-4 (a)(3)(A)(i), counsel for Menold caused a notice ("Notice") to be published on *GlobeNewswire* advising members of the putative class of the deadline to move the Court to serve as lead plaintiff of the class;

WHEREAS, on February 26, 2016, counsel for Chicago Police published notice on *PR Newswire* advising members of the putative class of the class period and claims alleged in its action and the same deadline to move the Court to serve as lead plaintiff of the class;

WHEREAS, on April 11, 2016, pursuant to Section 27(a)(3)(B) of the Securities Act, 15 U.S.C. § 77z-1(a)(3)(B), and Section 21D(a)(3)(B) of the Exchange Act, 15 U.S.C. § 78u-4(a)(3)(B), as amended by the PSLRA, the following putative class members each filed a timely motion for consolidation of the actions, appointment as lead plaintiff, and approval of their selection of counsel: (i) Lord Abbett Affiliated Fund, Inc., Lord Abbett Equity Trust – Lord Abbett Calibrated Mid Cap Value Fund, Lord Abbett Bond Debenture Fund, Inc., and Lord Abbett Investment Trust – Lord Abbett High Yield Fund (collectively, the "Lord Abbett

Funds”); (ii) Chicago Police, Arkansas Public Employees Retirement System (“APERS”), and Amalgamated Bank, as Trustee for the Longview Collective Investment Fund (“Amalgamated”) (collectively, the “Chicago Police Group”); (iii) Boilermaker-Blacksmith National Pension Trust (“Boilermaker Pension Trust”); and (iv) City of Miami Fire Fighters’ and Police Officers’ Retirement Trust (“Miami Retirement Trust”);

WHEREAS, the Employees’ Retirement System of the City of Providence (“Providence”) also filed a motion for consolidation of the actions, appointment as lead plaintiff, and approval of its selection of counsel that was docketed on April 12, 2016:

WHEREAS, the Lord Abbett Funds reported losses of approximately \$13,654,122.33 on a Last-In-First-Out (“LIFO”) basis from purchases of Navient common stock and bonds;

WHEREAS, the Chicago Police Group reported losses of approximately \$2,392,693.53 (LIFO) from purchases of Navient common stock and bonds;

WHEREAS, the Boilermaker Pension Trust reported losses of approximately \$1,499,854.51 (LIFO) from purchases of Navient common stock and bonds;

WHEREAS, the Miami Retirement Trust reported losses of approximately \$1,177,476.51 in Navient securities;

WHEREAS, Providence reported losses of approximately \$113,349 (LIFO) from purchase of Navient common stock and bonds;

WHEREAS, the PSLRA provides, *inter alia*, that “the most adequate plaintiff” is the person or group of persons who has filed a complaint or motion in response to a notice, “has the largest financial interest in the relief sought by the class”, and otherwise satisfies the requirements of Fed. R. Civ. P. 23 (15 U.S.C. § 77z-1(a)(3)(B)(iii)(I)(bb)-(cc) and 15 U.S.C. §78u-4(a)(3)(B)(iii)(I)(bb)-(cc));

WHEREAS, the Lord Abbett Funds are the presumptive lead plaintiff because they timely filed their motion, they have the largest financial interest among class members who filed a complaint or motion for appointment as lead plaintiff, and they have made the requisite showing that they satisfy the requirements of Fed. R. Civ. P. 23;

WHEREAS, the PSLRA provides that the lead plaintiff “shall, subject to the approval of the court, select and retain counsel to represent the class” (15 U.S.C. § 77z-1(a)(3)(B)(v) and 15 U.S.C. § 78u-4(a)(3)(B)(v)), and the Lord Abbett Funds have selected Lieff, Cabraser, Heimann & Bernstein, LLP (“Lieff Cabraser”) to serve as Lead Counsel for the Class and Morris and Morris LLC to serve as Liaison Counsel for the Class in this litigation;

WHEREAS, counsel for the Lord Abbett Funds met and conferred with counsel for each of the Chicago Police Group, the Boilermaker Pension Trust, the Miami Retirement Trust, and Providence about the pending motions and the Chicago Police Group, the Boilermaker Pension Trust, the Miami Retirement Trust, and Providence do not oppose the Lord Abbett Funds’ motion;

WHEREAS, on April 20, 2016, the Chicago Police Group filed a Notice of Non-Opposition (D.I. 24) stating that it and its counsel “have reviewed the Lead Plaintiff motions pending before the Court and have determined that Chicago Police, Amalgamated, and APERS do not have the largest financial interest in this case”;

WHEREAS, on April 25, 2016, the Miami Retirement Trust similarly filed a Notice of Non-Opposition (D.I. 25) stating that it and its counsel have “reviewed the competing Lead Plaintiff motions pending before the Court” and that Miami Retirement Trust “does not believe it has the largest financial interest in the Case”;

IT IS HEREBY STIPULATED AND AGREED, by and between the Lord Abbett Funds and remaining movants the Boilermaker Pension Trust and Providence, through their undersigned counsel, and subject to this Court's approval:

1. The actions are hereby consolidated pursuant to Rule 42(a) of the Federal Rules of Civil Procedure;
2. The Lord Abbett Funds are hereby appointed Lead Plaintiff for the Class pursuant to 15 U.S.C. §77z-1(a)(3)(B) and 15 U.S.C. §78u-4(a)(3)(B), and
3. The Lord Abbett Funds' selection of Lief Cabraser as Lead Counsel and Morris and Morris LLC Counselors At Law as Liaison Counsel for the Class is approved pursuant to 15 U.S.C. § 77z-1(a)(3)(B)(v) and 15 U.S.C. § 78u-4(a)(3)(B)(v).

Dated: April 26, 2016

**MORRIS AND MORRIS LLC
COUNSELORS AT LAW**

/s/ R. Michael Lindsey

Karen L. Morris (Del. Bar No. 2899)
Patrick F. Morris (Del. Bar No. 3015)
R. Michael Lindsey (Del. Bar No. 2711)
4001 Kennett Pike, Suite 300
Wilmington, DE 19807
Telephone: (302) 426-0400
Facsimile: (302) 426-0406
kmorris@morrisandmorrislaw.com
pmorris@morrisandmorrislaw.com
rmlindsey@morrisandmorrislaw.com

*Liaison Counsel for the Lord Abbett Funds and Proposed
Liaison Counsel for the Class*

**LIEFF CABRASER HEIMANN
& BERNSTEIN, LLP**

Steven E. Fineman*
Joy A. Kruse*
Daniel P. Chiplock*
Michael J. Miarmi*
250 Hudson Street, 8th Floor
New York, NY 10013-1413
Telephone: (212) 355-9500
Facsimile: (212) 355-9592

**LIEFF CABRASER HEIMANN
& BERNSTEIN, LLP**

Richard M. Heimann*
Bruce W. Leppla*
275 Battery Street, 29th Floor
San Francisco, CA 94111-3339
Telephone: (415) 956-1000
Facsimile: (415) 956-1008

*Counsel for the Lord Abbett Funds and Proposed Lead
Counsel for the Class*

* *Pro hac vice* application forthcoming

April 26, 2016

LABATON SUCHAROW LLP

/s/ Christine S. Azar
Christine S. Azar (DE Bar ID #4170)
300 Delaware Avenue, Suite 1340
Wilmington, Delaware 19801
Telephone: (302) 573-2540
Facsimile: (302) 573-2529
Email: cazar@labaton.com
LABATON SUCHAROW LLP
Christopher J. Keller
Michael W. Stocker
Francis P. McConville
140 Broadway
New York, New York 10005
Telephone: (212) 907-0700
Facsimile: (212) 818-0477

Counsel for Boilermaker–Blacksmith National Pension Trust

April 26, 2016

ANDREWS & SPRINGER, LLC

/s/ Peter B. Andrews
Peter B. Andrews (#4623)
Craig J. Springer (#5529)
David M. Sborz (#6203)
3801 Kennett Pike
Building C, Suite 305
Wilmington, DE 19807
Tel.: (302) 504-4957
Fax: (302) 397-2681
Email: pandrews@andrewsspringer.com
cspringer@andrewsspringer.com
dsborz@andrewsspringer.com

POMERANTZ LLP

Jeremy A. Lieberman
J. Alexander Hood II
600 Third Avenue, 20th Floor
New York, NY 10016
Telephone: (212) 661-1100
Facsimile: (212) 661-8665

POMERANTZ LLP

Patrick V. Dahlstrom
Ten South LaSalle Street, Suite 3505
Chicago, Illinois 60603
Telephone: (312) 377-1181
Facsimile: (312) 377-1184

*Attorneys for the Employees' Retirement System of
the City of Providence*

IT IS SO ORDERED.

DATED: _____, 2016

The Honorable Gregory M. Sleet
United States District Judge